



J.A. FORD 1
October 20, 1999
Serial # 09/420,912

04-13-01

**AGREEMENT REGARDING
POWERS OF ATTORNEY**

by and between

LUCENT TECHNOLOGIES INC.

and

AVAYA TECHNOLOGY CORP.

Dated as of September 30, 2000

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AGREEMENT REGARDING POWERS OF ATTORNEY

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This Agreement is effective as of September 30, 2000 between LUCENT TECHNOLOGIES INC., a Delaware corporation ("LUCENT"), having an office at 600 Mountain Avenue, Murray Hill, New Jersey 07974, United States of America, for itself and on behalf of its Subsidiaries (each and all herein after "LUCENT") and AVAYA TECHNOLOGY CORP., a Delaware corporation, with offices at Suite 105, 14645 N.W. 77th Avenue, Miami Lakes, Florida 33014, United States of America ("AVAYA"); and

WHEREAS, the Board of Directors of LUCENT has determined that it is in the best interests of LUCENT and its stockholders to separate LUCENT's existing businesses into two independent businesses; and

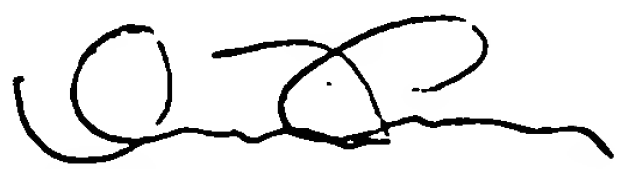
WHEREAS, as part of the foregoing, LUCENT has assigned certain United States and corresponding foreign patents and patent applications to AVAYA, which patents and applications were filed in the name of LUCENT and various of its subsidiaries and predecessors, including AT&T Corp., a New York corporation and various of its subsidiaries; and

WHEREAS, in order to effect its rights under such patents and to prosecute such patent applications, including recording such assignments, AVAYA representatives need Power of Attorney from LUCENT and predecessors of LUCENT.

THEREFORE, LUCENT agrees to provide AVAYA employees and employees of AVAYA affiliated companies with Powers of Attorney in the form attached to act for LUCENT, any of its wholly-owned subsidiaries, and any of such predecessors with respect to such issued patents and pending patent applications in the names of LUCENT, such subsidiaries or any of such predecessors.

AVAYA agrees to use such Powers of Attorney only with respect to those certain patents and patent applications which were assigned to AVAYA by LUCENT.

LUCENT TECHNOLOGIES INC.

By: 
Daniel P. McCurdy
President - Intellectual Property Business

Date: 9/25/00

AVAYA TECHNOLOGY CORP.

By: 
Maurice de Picciotto
Vice President

Date: September 27, 2000



GENERAL APPOINTMENT OF AGENT

And

POWER OF ATTORNEY

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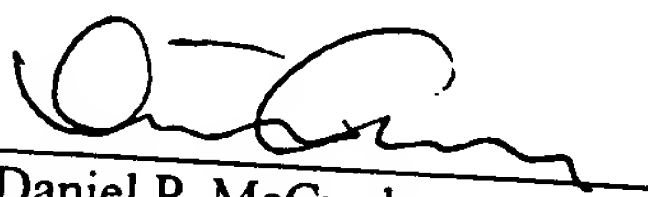
Lucent Technologies Inc., for itself and its subsidiaries, and as successor in interest to patents of AT&T Corp. and its subsidiaries, hereby appoints:

Maurice de Picciotto
Thomas J. Bean
John C. Moran
Robert E. Rudnick
David Volejnicek

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as agents and attorneys to act on its and on Lucent Technologies Inc.'s behalf before any competent National and International Authorities in connection with any and all patents and patent applications filed by Lucent Technologies Inc., its wholly-owned subsidiaries or its predecessors, or issued or pending in the name of Lucent Technologies Inc., or any of its wholly-owned subsidiaries or predecessors, with the power to further appoint agents, and grant powers of attorney in connection therewith.

Lucent Technologies Inc.

By: 
Daniel P. McCurdy
President - Intellectual Property Business

Date: 9/25/00